



WEICHAI

潍柴动力股份有限公司

WEICHAI POWER CO., LTD.

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2338)

**ANNOUNCEMENT OF RESULTS OF
THE EXTRAORDINARY GENERAL MEETING,
THE A SHAREHOLDERS' CLASS MEETING AND
THE H SHAREHOLDERS' CLASS MEETING
HELD ON 26 OCTOBER 2010**

The Board is pleased to announce that, all resolutions set out in the EGM Notices, the A Shareholders' Class Meeting Notice and the H Shareholders' Class Meeting Notice were duly passed by the Shareholders, the A Shareholders and the H Shareholders (as the case may be) by way of poll at the EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting (as the case may be) held on 26 October 2010.

I. EXTRAORDINARY GENERAL MEETING

The board of directors (the “**Board**”) of Weichai Power Co., Ltd. (the “**Company**”) is pleased to announce the poll results in respect of the resolutions proposed for consideration and approval at the extraordinary general meeting of the shareholders of the Company, which was held on 26 October 2010 at 9:00 a.m. (the “**EGM**”) as set out in the notices of EGM both dated 9 September 2010 (together, the “**EGM Notices**”) as follows:

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the provision of general services and labour services by Weichai Holdings (and its associates) (as the case may be) to the Company (and its subsidiaries) (as the case may be) (including the relevant supplemental agreement and new caps).	256,441,386 (99.92%)	0 (0%)	215,000 (0.08%)

As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
2.	To consider and approve the supply and/or connection of utilities by Weichai Holdings (and its associates) (as the case may be) to the Company (and its subsidiaries) (as the case may be) (including the relevant supplemental agreement and new caps).	256,441,386 (99.92%)	0 (0%)	215,000 (0.08%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				
3.	To consider and approve the purchase of diesel engine parts and components, gas and scrap metals, raw materials, etc. and related products and processing services by the Company (and its subsidiaries) (as the case may be) from Weichai Holdings (and its associates) (as the case may be) (including the relevant supplemental agreement and the new caps).	256,441,386 (99.92%)	0 (0%)	215,000 (0.08%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				
4.	To consider and approve the sale of diesel engines, diesel engine parts and components, materials and related products and provision of processing services by the Company (and its subsidiaries) (as the case may be) to Weichai Holdings (and its associates) (as the case may be) (including the relevant supplemental agreement and the new caps).	256,441,386 (99.92%)	0 (0%)	215,000 (0.08%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				
5.	To consider and approve the sale of diesel engines and diesel engine parts by the Company to Fujian Longgong and Shanghai Longgong Machinery (and their respective associates) (as the case may be) (including the relevant supplemental agreement and the new caps).	362,239,886 (99.94%)	0 (0%)	215,000 (0.06%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				
6.	To consider and approve the sale of semi-finished diesel engine parts and related products by the Company (and its subsidiaries) (as the case may be) to Weichai Deutz (including the relevant supplemental agreement and the new caps).	256,441,386 (99.92%)	0 (0%)	215,000 (0.08%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				
7.	To consider and approve the provision of sales and warranty period repair services by the Company to Weichai Deutz (including the relevant supplemental agreement and the new caps).	256,441,386 (99.92%)	0 (0%)	215,000 (0.08%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
8.	To consider and approve the purchase of diesel engine parts and components and related products by the Company (and its subsidiaries) (as the case may be) to Weichai Deutz (including the relevant supplemental agreement and the new caps).	256,441,386 (99.92%)	0 (0%)	215,000 (0.08%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				
9.	To consider and approve the sale of diesel engines and related products by the Company (and its subsidiaries) (as the case may be) to Weichai Heavy Machinery (including the relevant supplemental agreement and the new caps).	256,441,386 (99.92%)	0 (0%)	215,000 (0.08%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				
10.	To consider and approve the purchase of diesel engines parts and components, materials, steel, scrap metal and used diesel engines, etc. and related products by the Company (and its subsidiaries) (as the case may be) from Weichai Heavy Machinery (including the relevant supplemental agreement and the new caps).	256,441,386 (99.92%)	0 (0%)	215,000 (0.08%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				
11.	To consider and approve the Supplemental Agreement in respect of the sale of parts and components of transmissions and related products by SFGC to Fast Transmission and the relevant New Caps.	396,639,886 (99.95%)	0 (0%)	215,000 (0.05%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				
12.	To consider and approve the Supplemental Agreement in respect of the purchase of parts and components of transmissions and related products by SFGC from Fast Transmission and the relevant New Caps.	396,639,886 (99.95%)	0 (0%)	215,000 (0.05%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				
13.	To consider and approve the Supplemental Agreement in respect of the sale of vehicles, parts and components of vehicles and related products and provision of the relevant services by Shaanxi Zhongqi (and its subsidiaries) (as the case may be) to Shaanxi Automotive (and its associates) (as the case may be) and the relevant New Caps.	396,639,886 (99.95%)	0 (0%)	215,000 (0.05%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
14.	To consider and approve the Supplemental Agreement in respect of the purchase of parts and components of vehicles and related products by Shaanxi Zhongqi (and its subsidiaries) (as the case may be) to Shaanxi Automotive (and its associates) (as the case may be) and the relevant New Caps.	396,639,886 (99.95%)	0 (0%)	215,000 (0.05%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				
Special resolutions		Number of votes (%)		
		For	Against	Abstain
15.	To consider and approve the bonus shares issue by the conversion of the capital reserve of the Company and the consequential amendments to the articles of association of the Company as a result of the bonus shares issue as set out in the notice convening the EGM.	396,535,886 (99.92%)	319,000 (0.08%)	0 (0%)
As more than two thirds of the total number of votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as a special resolution.				
16.	To consider and approve the amendments to the articles of association of the Company in respect of the scope of business of the Company as set out in the notice convening the EGM.	396,759,640 (99.98%)	0 (0%)	95,246 (0.02%)
As more than two thirds of the total number of votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as a special resolution.				

II. A SHAREHOLDERS' CLASS MEETING

The Board is pleased to announce the poll results in respect of the resolution proposed for consideration and approval at the class meeting of the holders of the A shares (being the ordinary shares issued in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed on the Shenzhen Stock Exchange (the “**A Shares**”)) (the “**A Shareholders**”) of the Company, which was held on 26 October 2010 at 10:00 a.m. (the “**A Shareholders’ Class Meeting**”) as set out in the notice of A Shareholders’ Class Meeting dated 9 September 2010 (the “**A Shareholders’ Class Meeting Notice**”) as follows:

Special resolution		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the bonus shares issue by the conversion of the capital reserve of the Company and the consequential amendments to the articles of association of the Company as a result of the bonus shares issue as set out in the notice convening the A Shareholders’ Class Meeting.	284,570,032 (100%)	0 (0%)	0 (0%)
As more than two thirds of the total number of votes held by the A Shareholders and proxies who attended the A Shareholders’ Class Meeting were cast in favour of the resolution, the resolution was passed as a special resolution.				

III. H SHAREHOLDERS' CLASS MEETING

The Board is pleased to announce the poll results in respect of the resolution proposed for consideration and approval at the class meeting of the holders of the H shares (being the overseas listed foreign shares issued in the capital of the Company with a RMB denominated par value of RMB1.00 each (the “H Shares”)) (the “H Shareholders”) of the Company, which was held on 26 October 2010 at 11:00 a.m. (the “H Shareholders’ Class Meeting”) as set out in the notice of H Shareholders’ Class Meeting dated 9 September 2010 (the “H Shareholders’ Class Meeting Notice”) as follows:

Special resolution		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the bonus shares issue by the conversion of the capital reserve of the Company and the consequential amendments to the articles of association of the Company as a result of the bonus shares issue as set out in the notice convening the H Shareholders’ Class Meeting.	112,413,454 (99.91%)	104,000 (0.09%)	0 (0%)
As more than two thirds of the total number of votes held by the H Shareholders and proxies who attended the H Shareholders’ Class Meeting were cast in favour of the resolution, the resolution was passed as a special resolution.				

Notes:

- (1) Total number of shares entitling the holders to attend and vote for or against the resolutions at the EGM: 833,045,683 shares (comprising 630,645,683 A Shares and 202,400,000 H Shares).
- (2) Total number of A Shares entitling the holders to attend and vote for or against the resolution at the A Shareholders’ Class Meeting: 630,645,683 shares.
- (3) Total number of H Shares entitling the holders to attend and vote for or against the resolution at the H Shareholders’ Class Meeting: 202,400,000 shares.
- (4) Total number of shares entitling the holders to attend and vote only against any of the resolutions at the EGM, the A Shareholders’ Class Meeting or the H Shareholders’ Class Meeting: nil.
- (5) Total number of shares held by the shareholders or their proxies who have attended the EGM and are entitled to vote is 396,854,886 shares, which represent approximately 47.64% of the total issued shares.
- (6) Weichai Holdings and Tan Xuguang (being the chairman and a director of Weichai Holdings) have abstained from voting in respect of the Resolutions numbered 1 to 4 at the EGM; Fujian Longgong has abstained from voting in respect of the Resolution numbered 5 at the EGM; Weichai Holdings, Tan Xuguang (being the chairman and a director of Weichai Holdings) and Zhang Quan (being the chairman of Weichai Deutz) have abstained from voting in respect of the Resolutions numbered 6 to 8 at the EGM; and Weichai Holdings, Tan Xuguang (being the chairman and a director of Weichai Holdings, and also the chairman of Weichai Heavy Machinery) and Liu Huisheng (being a director of Weichai Heavy Machinery) have abstained from voting in respect of the Resolutions numbered 9 and 10 at the EGM.

- (7) Total number of A Shares held by the A Shareholders or their proxies who have attended the A Shareholders' Class Meeting and are entitled to vote is 284,570,032 shares, which represent approximately 45.12% of the total issued A shares.
- (8) Total number of H Shares held by the H Shareholders or their proxies who have attended the H Shareholders' Class Meeting and are entitled to vote is 112,517,454 shares, which represent approximately 55.59% of the total issued H shares.
- (9) Computershare Hong Kong Investor Services Limited ("Computershare"), the share registrar for the H shares of the Company, and 北京市金洋律師事務所 (Beijing Jinyang Law Firm), legal advisors of the Company as to the People's Republic of China law, acted as the scrutineers at the EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting (save that Computershare did not act as the scrutineer at the A Shareholders' Class Meeting).

By order of the Board of Directors
Weichai Power Co., Ltd.
Cheung Tat Leung, Peter
Company Secretary

Hong Kong, 26 October 2010

As at the date of this announcement, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Xu Xinyu, Mr. Sun Shaojun and Mr. Zhang Quan; the non-executive Directors of the Company are Ms. Zhang Fusheng, Mr. Liu Huisheng, Mr. Yao Yu, Mr. Yeung Sai Hong, Mr. Chen Xuejian, Mr. Li San Yim, Mr. Julius G. Kiss, Ms. Han Xiaoqun, Mr. Gu Linsheng, Mr. Li Shihao and Mr. Liu Zheng; and the independent non-executive Directors of the Company are Mr. Zhang Xiaoyu, Mr. Koo Fook Sun, Louis and Mr. Fang Zhongchang.